

JEA BOARD OF DIRECTORS MEETING MINUTES

February 24, 2026

The JEA Board met in regular session at 9:00 a.m. on Tuesday, February 24, 2026, on the 1st Floor, 225 North Pearl Street, Jacksonville, FL. The meeting was properly noticed, and the public was invited to attend this meeting in-person at the physical location and virtually via livestream.

WELCOME

Meeting Called to Order – Board Chair General Joseph DiSalvo called the meeting to order at 9:00 a.m. Board members in attendance were Vice-Chair Rick Morales, Secretary MG Orender, Arthur Adams, John Baker, Worth McArthur, and Kawanza Suarez.

Others in attendance were Vickie Cavey, Managing Director/CEO; Jody Brooks, Chief Administrative Officer; Ted Phillips, Chief Financial Officer; Rob Zammataro, Chief Water Systems Officer; Diane Moser, Chief Human Resources Officer; Joe Orfano, Deputy Chief Financial Officer; Jordan Pope, Senior Vice President, Administrative Services; Juli Crawford, Senior Vice President, Finance; Hai Vu, Senior Vice President, Water/Wastewater Operations; Garry Baker, Senior Vice President, Electric Delivery; Kristy Gavin, Chief Legal Officer, Office of General Counsel; Ron Salem, Council Liaison; Melissa Dalton, Director, Board and Administrative Services; and Sheree Brown, Manager, Board Services.

Time of Reflection – A moment of reflection was observed by all.

Adoption of the Agenda – On *motion* by Mr. Baker and seconded by Ms. Suarez, the agenda was approved.

Safety Briefing – Brandon Edwards, Director, Security & Emergency Preparedness, presented the safety briefing.

COMMENTS / PRESENTATIONS

Comments from the Public – Jody Brooks, Chief Administrative Officer, provided instructions for public comments.

Kurt Wilson spoke to the Board about JEA's CEO leadership and the CEO evaluation.

Suzanne Sapp spoke to the Board on the future of energy, the Integrated Resource Plan (IRP), and previous meeting requests with the CEO and the Board.

Ronnie Burris, Laborers' International Union of North America, spoke to the Board about the pay of water and sewer employees compared to that of other employees and leadership.

Mark Breedlove, Manager, Technical Training, spoke to the Board on CEO leadership.

Chris Richardson, Electric Maintenance Coordinator, spoke to the Board on CEO leadership.

Herbert Taylor, Material Handling Operator Maintainer II; Executive Board, International Brotherhood of Electrical Workers, spoke to the Board about JEA's culture.

John Burr spoke to the Board about AI, growth, and the political pressures in decision-making.

John Nooney spoke to the Board on public access and the Fish and Wildlife Commission (FWC).

Council Liaison's Comments – Ron Salem, Council Liaison, acknowledged City Council representatives CM Howland and CM Diamond in attendance at today's meeting. Mr. Salem commented on JEA's employees, work culture, and the slate of officers. Council Member Salem expressed the need for Board action in place of, or in advance of, a potential City Council investigation into JEA's leadership.

Managing Director / CEO Comments – Ms. Cavey spoke about JEA's culture and the Ballard lobbying contract. Ms. Cavey commented on the St. Johns River Park open house held at First Coast High School on February 19, 2026, JEA's Black History Month event, 7th Annual Redfish Tournament, and Board member Worth McArthur's recent Northside Generating Station tour.

Mr. McArthur provided comments on the tour.

JEA Performance Update

Corporate Scorecard – Juli Crawford, Senior Vice President, Finance, provided updates through January 31, 2026, including safety metrics, employee retention rate, customer satisfaction and loyalty, and first contact resolution. Ms. Crawford reported on operational metrics, including electric and water days of liquidity, debt service coverage, debt to asset ratio, fixed-charge coverage, reliability, and technology.

Board member MG Orender exited the meeting at 9:32 a.m. and returned at 9:36 a.m.

Financial Update – Ms. Crawford provided the financial update on FY26 year-to-date through January 31, 2026. Ms. Crawford reported on the electric and water system revenue and expenditures, electric cost per MWh, electric and water systems O&M actuals, capital budget, cash investments, and financial metrics. This presentation was received for information.

Ms. Crawford answered questions from Chair DiSalvo regarding the timeframe for weather conditions to impact customers' bills.

ITEMS FOR BOARD CONSIDERATION AND COMMITTEE REPORTS

CONSENT AGENDA

The Consent Agenda consists of agenda items that require Board approval but are routine in nature or have been discussed in previous meetings of the Board.

On *motion* by Secretary Orender and seconded by Vice-Chair Morales, all Consent Agenda items were approved.

JEA Board of Directors Meeting Minutes – January 27, 2026
Intergovernmental Support Agreement (IGSA) for NAS JAX, Resolution 2026-07
Vegetation Management Services Contract, Resolution 2026-08

Capital Projects Committee Report – February 11, 2026

Committee Chair Morales provided a review of the agenda items, all of which were received for information:

- H2.0 Purification Center Update, presented by Rob Zammataro, Chief Water Systems Officer
- Buckman Water Reclamation Facility Biosolids Project Update, presented by Rob Zammataro, Chief Water Systems Officer
- Combined Cycle Update, presented by Garry Baker, Senior Vice President, Electric Delivery; Jamila Akrayi, Manager, Project Management; and Jim Stancin, Director, Energy Production
- 138kV / 230kV Fulton Cut Replacement Update, presented by Darrell Hamilton, Manager, Transmission & Substation Projects

DELIVERING BUSINESS EXCELLENCE

JEA/TEA Power Purchase Agreements (PPAs) – Garry Baker, Senior Vice President, Electric Delivery, introduced TEA presenters Mark Anderson, TEA Director, Client Services, East, and Michael Gehring, TEA Director, Portfolio Management. Mr. Anderson and Mr. Gehring presented on JEA’s capacity and transmission needs, market opportunities, sales transactions, and JEA and FPL purchases through TEA. Discussion followed. Mr. Adams asked how capital would be applied. Mr. Salem inquired about the existing contract for contributions to the city. Chair DiSalvo inquired about the risks if the data center failed. Mr. Baker commented on the work related to a complex deal.

On *motion* by Mr. Baker and seconded by Mr. Adams, the Board unanimously approved authorization of the Managing Director/CEO or designee to execute Power Purchase Agreements and associated documents necessary to facilitate the sale of capacity to Dalton Utilities and Santee Cooper, the purchase of capacity and transmission service from FPL, and adopted Resolution 2026-10.

Modification to JEA’s Open Access Transmission Tariff – Garry Baker, Senior Vice President, Electric Delivery, and Victor Blackshear, Director, Rates, presented an overview of the Open Access Transmission Tariff, cost of services, its uses, revenue requirements, proposed transmission rates, and service agreements. Board member discussions followed. Mr. Baker inquired about the financial impact on JEA. Ms. Suarez asked if 2007 was the most recent time that the subject matter was reviewed, and regarding the process for acceleration going forward, to remain competitive in the marketplace.

On *motion* by Secretary Orender and seconded by Mr. Adams, the Board unanimously approved modifications to JEA’s Open Access Transmission Tariff, authorized necessary administrative actions, and adopted Resolution 2026-09.

JEA Former Headquarters Disposition – Jody Brooks, Chief Administrative Officer, called for Secretary Orender to render a statement. Secretary Orender’s statement declared his conflict of interest with the agenda topic, and he abstained from discussion and voting.

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Jordan Pope, Senior Vice President, Administrative Services, presented an overview of the property and solicitation for the sale of JEA's former headquarters. Board member discussions followed. Mr. Baker inquired about the building's future use. Chair DiSalvo asked whether the project had been socialized with DIA (Downtown Investment Authority) and whether the DIA had provided feedback. Mr. Morales inquired if there was a one-year option for major city incentives.

On *motion* by Mr. Baker and seconded by Mr. Adams, the Board approved, without a vote from Secretary Orender, the sale of the former JEA headquarters campus to The Jewel at 21 West, LLC, authorized staff to seek Jacksonville City Council approval of the proposed sale, and adopted Resolution 2026-04.

Rating Agency Presentation – Juli Crawford, Senior Vice President, Finance, and A.J. Souto, Treasurer, provided a preview of the rating agency presentation to be shared during the agencies' visits to JEA in March 2026 for the annual survey. This presentation was received for information. Chair DiSalvo commented on the upcoming visits and inquired about feedback from the rating agencies. Mr. Adams inquired about the rating agencies' decision-making criteria. Mr. Orender referenced a personal example and commended JEA's approach to managing debt.

OTHER BUSINESS AND CLOSING CONSIDERATION

Old and Other New Business / Open Discussion

CEO/Managing Director – Ms. Cavey addressed Council Liaison Ron Salem and the Board regarding the new employee engagement survey to begin in April 2026 and the institution of a 360-degree feedback process.

Chair's Report – Chair DiSalvo gave comments on earlier remarks:

- Clarified the meaning of an incoming chair relating to the February 11, 2026, Executive Committee meeting
 - Recommendations have not left the committee
 - The Executive Committee will soon reconvene
 - No objections were made to today's agenda
 - The Executive Committee report was omitted at the Chair's discretion
- Allegations made against JEA's CEO
 - Potentially subjects JEA's employees and affiliates to unwarranted drama
 - Concerns and issues will be addressed through the appropriate process,

Vice-Chair Comments – Vice-Chair Morales commented on a series of conversations held with members of JEA's leadership team regarding consistent and concerning feedback, that Board members may have been unaware of the circumstances presented, and the impact of external distractions involving recent Board appointments and lobbying contracts.

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The *motion* by Vice-Chair Morales for an independent external 360-degree review of JEA’s leadership died for lack of a second and was not considered.

Board members held an open discussion on Vice-Chair Morales’ request for the CEO’s resignation, the context and appropriateness of prior conversations with JEA’s leadership, and questions related to the timeline and communication of allegations against the Managing Director/CEO to the Board. During the discussion, Council Liaison Ron Salem attempted to comment but was not recognized by the Chair.

Kristy Gavin, Office of General Counsel, advised the Chair that the discussion was a non-agenda item and requested confirmation of Board consensus to continue.

On *motion* by Mr. Baker and seconded by Mr. Adams, the Board voted to continue the discussion.

On *motion* by Mr. Baker and seconded by Mr. Adams, the Board voted 6–1 (Vice-Chair Morales opposed) to affirm its confidence in Vickie Cavey’s continued ability to successfully lead JEA.

Mr. Salem addressed the Chair to request comment and was not recognized.

Following continued discussion, Chair DiSalvo recommended that Board member Kawanza Suarez meet with Vickie Cavey, CEO/Managing Director; Diane Moser, Chief Human Resources Officer; and Dr. Charles Moreland, Chief Customer Experience Officer, to develop additional avenues for the Board and leadership to hear from employees.

Announcements – Next Board meeting March 31, 2026.

Adjournment – With no further business coming before the Board, Chair General DiSalvo declared the meeting adjourned at 11:05 a.m.

APPROVED BY:



JEA Board Secretary

Date: 3-31-26

Board Meeting Recorded by:

Sheree Brown

Sheree Brown
Board Services Manager